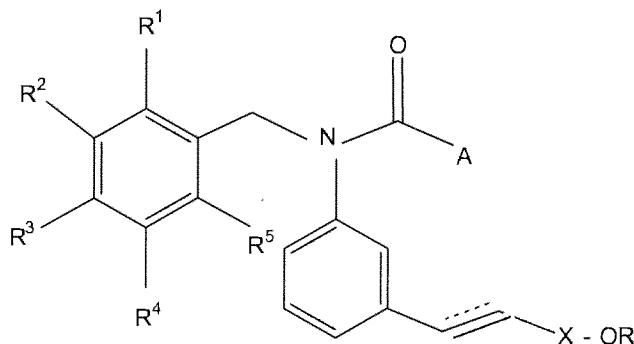


**Amendments to the Claims/Listing of Claims**

Please amend claims 1, 2 and 3 as follows. In addition, please cancel claims 36 and 37 without prejudice. The listing of claims will replace all prior versions, and listings, of claims in the application:

1. (Currently amended) A method for ~~modulating process(es) mediated by farnesoid X receptor polypeptides~~ the treatment of hypercholesterolemia or cholestasis, said method comprising ~~conducting said process(es) in the presence of~~ administering to a subject in need thereof an effective amount of at least one compound having the structure:



wherein:

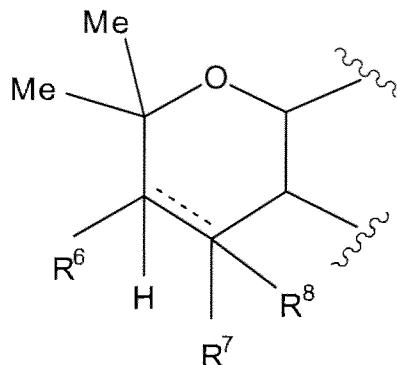
A is a C3 up to C8 branched chain alkyl or substituted alkyl group, a C3 up to C7 cycloalkyl or substituted cycloalkyl, an optionally substituted aryl or an optionally substituted heteroaryl,

X is -C(O)- or -CH<sub>2</sub>-,

R is methyl or ethyl,

R<sup>1</sup> is H, hydroxy, alkoxy, benzyloxy, mesityloxy, or -OCH<sub>2</sub>C(O)OC<sub>2</sub>H<sub>5</sub>,

R<sup>2</sup> is H or R<sup>2</sup> can cooperate with R<sup>3</sup> to form a benzopyran, wherein the pyran ring has the structure:



wherein:

$R^6$  is not present if the pyran ring is unsaturated, or, if present, is selected from H, -OR, wherein R is alkyl or acyl, or  $R^6$  can cooperate with  $R^7$  to form a cyclic acetal, a cyclic ketal, or a cyclopropyl moiety, and

only one of  $R^7$  and  $R^8$  is present if the pyran ring is unsaturated, or  $R^7$  and  $R^8$  are independently H, carboxyl, cyano, hydroxy, alkoxy, thioalkyl, aryl, or  $R^7$  and  $R^8$  taken together comprise a carbonyl oxygen or an oxime nitrogen, or either  $R^7$  or  $R^8$  can cooperate with  $R^6$  to form a cyclic acetal, a cyclic ketal, or a cyclopropyl moiety,

$R^3$  can cooperate with  $R^2$  to form a benzopyran having the structure set forth above, or  $R^3$  is alkenyl, optionally substituted aryl or heteroaryl, or optionally substituted arylalkenyl or heteroaryllkenyl,

$R^4$  is H or hydroxy, and

$R^5$  is H, hydroxy, alkoxy or aryloxy.

2. (Currently amended) The method of claim 1 wherein said ~~process mediated by farnesoid X receptor is cholesterol metabolism method comprises treatment of hypercholesterolemia.~~

3. (Currently amended) The method of claim 1 wherein said ~~process mediated by farnesoid X receptor is the regulation of lipid homeostasis method comprises treatment of cholestasis.~~

4. (Original) The method of claim 1 wherein R<sup>2</sup> and R<sup>3</sup> cooperate to form a benzopyran.

5. (Original) The method of claim 4 wherein A is cyclopropyl, X is -C(O)-, R<sup>1</sup> is methoxy, R<sup>6</sup> and R<sup>7</sup> are absent, and R<sup>4</sup>, R<sup>5</sup> and R<sup>8</sup> are hydrogen.

6. (Original) The method of claim 4 wherein A is cyclopropyl, X is -CH<sub>2</sub>-, R<sup>1</sup> is methoxy, R<sup>6</sup> and R<sup>7</sup> are absent, and R<sup>4</sup>, R<sup>5</sup> and R<sup>8</sup> are hydrogen.

7. (Original) The method of claim 4 wherein A is cyclohexyl, X is -C(O)-, R<sup>1</sup> is methoxy, R<sup>6</sup> and R<sup>7</sup> are absent, and R<sup>4</sup>, R<sup>5</sup> and R<sup>8</sup> are hydrogen.

8. (Original) The method of claim 4 wherein A is phenyl, X is -C(O)-, R<sup>1</sup> is methoxy, R<sup>6</sup> and R<sup>7</sup> are absent, and R<sup>4</sup>, R<sup>5</sup> and R<sup>8</sup> are hydrogen.

9. (Original) The method of claim 4 wherein A is phenyl, X is -C(O)-, R<sup>1</sup> is methoxy, R<sup>6</sup> and R<sup>7</sup> cooperate to form a dichlorocyclopropyl ring, and R<sup>4</sup>, R<sup>5</sup> and R<sup>8</sup> are hydrogen.

10. (Original) The method of claim 4 wherein A is cyclohexyl, X is -C(O)-, R<sup>1</sup> is methoxy, R<sup>6</sup> and R<sup>7</sup> cooperate to form a dichlorocyclopropyl ring, and R<sup>4</sup>, R<sup>5</sup> and R<sup>8</sup> are hydrogen.

11. (Original) The method of claim 1 wherein R<sup>3</sup> is alkenyl.

12. (Original) The method of claim 11 wherein A is cyclohexyl, X is -C(O)-, R<sup>1</sup>, R<sup>2</sup>, R<sup>4</sup> and R<sup>5</sup> are hydrogen, and R<sup>3</sup> is -CH=CH-C(O)-O-tBu.

13. (Original) The method of claim 1 wherein R<sup>3</sup> is optionally substituted aryl or heteroaryl.

14. (Previously presented) The method of claim 13 wherein said compound is selected from the group consisting of compounds wherein:

A is cyclohexyl,

X is -C(O)-,

R<sup>1</sup> R<sup>2</sup>, R<sup>4</sup> and R<sup>5</sup> are each hydrogen, and

R<sup>3</sup> is selected from the group consisting of phenyl, p-thiomethyl-phenyl, m-methoxy-phenyl, m-acetyl-phenyl, 5-methyl-2-thiophene-yl, 5-acetyl-2-thiophene-yl, 4-dimethylamino-phenyl, and 2,3-(O-CH<sub>2</sub>-O)-phenyl.

15.-20. Cancelled.

21. (Previously presented) The method of claim 13 wherein said compound is selected from the group consisting of compounds wherein:

A is isopropyl,

X is -C(O)-,

R<sup>1</sup> R<sup>2</sup>, R<sup>4</sup> and R<sup>5</sup> are each hydrogen, and

R<sup>3</sup> is 4-dimethylamino-phenyl, or 2,3-(O-CH<sub>2</sub>-O)-phenyl.

22.-23. Cancelled.

24. (Original) The method of claim 1 wherein R<sup>3</sup> is or optionally substituted arylalkenyl or heteroarylalkenyl.

25. (Previously presented) The method of claim 24 wherein said compound is selected from the group consisting of compounds wherein:

A is cyclohexyl,

X is -C(O)-, R<sup>1</sup> R<sup>2</sup>, R<sup>4</sup> and R<sup>5</sup> are each hydrogen, and

R<sup>3</sup> is selected from the group consisting of -CH=CH-phenyl, -CH=CH-p-methoxy-phenyl, -CH=CH-o-fluoro-phenyl, -CH=CH-m-fluoro-phenyl, and -CH=CH-p-fluoro-phenyl.

26. (Previously presented) The method of claim 24 wherein said compound is selected from the group consisting of compounds wherein:

A is isopropyl,

X is -C(O)-,

R<sup>1</sup> R<sup>2</sup>, R<sup>4</sup> and R<sup>5</sup> are each hydrogen, and

R<sup>3</sup> is selected from the group consisting of -CH=CH-phenyl, -CH=CH-o-fluoro-phenyl, -CH=CH-m-fluoro-phenyl, and -CH=CH-p-fluoro-phenyl.

27.-37. Cancelled.